
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-3
(Amendment No. 2)

RULE 13e-3 TRANSACTION STATEMENT UNDER SECTION 13(E)
OF THE SECURITIES EXCHANGE ACT OF 1934

Chindata Group Holdings Limited
(Name of the Issuer)

Chindata Group Holdings Limited
BCPE Chivalry Bidco Limited
BCPE Chivalry Merger Sub Limited
BCPE Stack ESOP Holdco Limited
BCPE Stack Holdings, L.P.
BCPE Bridge Cayman, L.P.
Bridge Management, L.P.
BCPE Chivalry Newco, L.P.
BCPE Bridge GP, LLC
BCPE Stack GP, LLC
BCPE Chivalry Newco GP, LLC
Bain Capital Asia Fund V, L.P.
Bain Capital Asia V General Partner, LLC
Bain Capital Investors, LLC
Bain Capital Distressed and Special Situations 2016 (A), L.P.
Bain Capital Distressed and Special Situations 2016 Investors (A) L.P.
Bain Capital Distressed and Special Situations 2016 (B Master), L.P.
Bain Capital Distressed and Special Situations 2016 Investors (B), L.P.
Bain Capital Credit Managed Account (Blanco), L.P.
Bain Capital Credit Managed Account Investors (Blanco), LLC
Bain Capital Distressed and Special Situations 2016 (F), L.P.
Bain Capital Distressed and Special Situations 2016 Investors (F), L.P.
Bain Capital Credit Member, LLC
BCC SSA I, LLC
Bain Capital Special Situations Asia, L.P.
Bain Capital Special Situations Asia Investors, LLC
Bain Capital Credit Member II, Ltd.
Bain Capital Distressed and Special Situations 2016 (EU Master), L.P.
Bain Capital Distressed and Special Situations 2016 Investors (EU), L.P.
Bain Capital Credit Member III, S.à r.l.
Boloria Investments Holding B.V.
APG Asset Management, N.V.
APG Groep, N.V.
Stichting Pensioenfonds ABP
Zeta Cayman Limited
Einstein Cayman Limited
SK Inc.
Datos, Inc
KTCU Global Partnership Private Equity Fund
IMM Investment Corp.
Chengyan Liu
(Names of Persons Filing Statement)

Class A Ordinary Shares, par value US\$0.00001 per share*
American Depositary Shares, each representing two Class A Ordinary Shares
(Title of Class of Securities)

16955F107**
(CUSIP Number)

Chindata Group Holdings Limited

No. 47 Laiguangying East Road,
Chaoyang District, Beijing
100012
The People's Republic of China
Tel: +86-400-879-7679

**Boloria Investments Holding
B.V.**

Oude Lindestraat 70,
6411EJ Heerlen,
Netherlands
Tel: +852 3769 0300

APG Asset Management, N.V.

Basisweg 10A, 1043AP
Amsterdam, Netherlands
Tel: +852 3769 0300

APG Groep, N.V.

Oude Lindestraat 70, Postbus 6401
Heerlen,
Netherlands
Tel: +852 3769 0300

Stichting Pensioenfonds ABP

PO Box 4874, 6401 JL Heerlen,
Netherlands
Tel: +852 3769 0300

BCPE Chivalry Bidco Limited
BCPE Chivalry Merger Sub Limited
BCPE Stack ESOP Holdco Limited
BCPE Stack Holdings, L.P.
BCPE Bridge Cayman, L.P.
Bridge Management, L.P.
BCPE Chivalry Newco, L.P.
BCPE Bridge GP, LLC
BCPE Stack GP, LLC
BCPE Chivalry Newco GP, LLC
Bain Capital Asia Fund V, L.P.
Bain Capital Asia V General Partner, LLC
Bain Capital Investors, LLC

Bain Capital Distressed and Special Situations 2016 (A), L.P.
**Bain Capital Distressed and Special Situations 2016 Investors
(A) L.P.**

**Bain Capital Distressed and Special Situations 2016 (B Master),
L.P.**

**Bain Capital Distressed and Special Situations 2016 Investors (B),
L.P.**

Bain Capital Credit Managed Account (Blanco), L.P.

Bain Capital Credit Managed Account Investors (Blanco), LLC
Bain Capital Distressed and Special Situations 2016 (F), L.P.

**Bain Capital Distressed and Special Situations 2016 Investors (F),
L.P.**

Bain Capital Credit Member, LLC

BCC SSA I, LLC

Bain Capital Special Situations Asia, L.P.

Bain Capital Special Situations Asia Investors, LLC

Bain Capital Credit Member II, Ltd.

**Bain Capital Distressed and Special Situations 2016 (EU Master),
L.P.**

**Bain Capital Distressed and Special Situations 2016 Investors (EU),
L.P.**

Bain Capital Credit Member III, S.à r.l.

c/o Bain Capital Investors, LLC,

200 Clarendon Street,

Boston, Massachusetts 02116

Tel: +1 (617) 516-2000

Zeta Cayman Limited

Einstein Cayman Limited

4th Floor, Harbour Place, 103
South Church Street, P.O. Box
10240, Grand Cayman KY1-1002,
George Town, Cayman
Islands
Tel: +82-2-2121-1916

SK Inc.

26 Jong-ro, Jongno-gu, Seoul,
South Korea 03188
Tel: +82-2-2121-1916

Datos, Inc

**KTCU Global Partnership
Private Equity Fund**

IMM Investment Corp.

152 Teheran-ro, Gangnam-gu,
Seoul, South Korea 06236
Tel: +82-2-2112-1758

Chengyan Liu

5th Floor, Building A, Guangqi
Cultural Plaza, No. 2899 Xietu
Road, Xuhui District, Shanghai,
200235, The People's Republic
of China
Tel: +86 21 2426-1717-1777

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Persons Filing Statement)

* Not for trading, but only in connection with the listing on The Nasdaq Global Select Market of the American depositary shares ("ADSs"), each representing two (2) Class A ordinary shares, par value of US\$0.00001 per share, of the Company (the "Class A Shares").

** This CUSIP applies to the ADSs, each representing two Class A Shares.

With copies to:

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This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A (§§ 240.14a-1 through 240.14b-2), Regulation 14C (§§ 240.14c-1 through 240.14c-101) or Rule 13e-3(c) (§ 240.13e-3(c)) under the Securities Exchange Act of 1934 ("the Act").
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer

d. None of the above

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of this transaction, passed upon the merits or fairness of this transaction, or passed upon the adequacy or accuracy of the disclosure in this transaction statement on schedule 13e-3. Any representation to the contrary is a criminal offense.

INTRODUCTION

This Amendment No. 2 to Rule 13e-3 transaction statement on Schedule 13E-3 (this “Amendment”), together with the exhibits hereto (this “Transaction Statement”), is being filed with the United States Securities and Exchange Commission (the “SEC”) pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), jointly by the following persons (each, a “Filing Person,” and collectively, the “Filing Persons”):

- (a) Chindata Group Holdings Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (the “Company”), the issuer of the Class A ordinary shares, par value US\$0.00001 per share (each, a “Class A Share” and collectively, the “Class A Shares,” and, together with the Class B ordinary shares of the Company, par value US\$0.00001 per share (each, a “Class B Share” and collectively, the “Class B Shares”), the “Shares”), including the Class A Shares represented by the American depositary shares, each representing two Class A Shares (the “ADSs”), that is subject to the transaction pursuant to Rule 13e-3 under the Exchange Act;
- (b) BCPE Chivalry Bidco Limited, an exempted company incorporated under the laws of the Cayman Islands (“Parent”);
- (c) BCPE Chivalry Merger Sub Limited, an exempted company incorporated under the laws of the Cayman Islands and a wholly owned subsidiary of Parent (“Merger Sub”);
- (d) (i) BCPE Stack Holdings, L.P., a limited partnership organized under the laws of the Cayman Islands (“BCPE Stack”), (ii) BCPE Bridge Cayman, L.P., a limited partnership organized under the laws of the Cayman Islands (“BCPE Bridge”, together with BCPE Stack, the “Bain Shareholders”), (iii) BCPE Stack ESOP Holdco Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“ESOP Holdco”), (iv) Bridge Management, L.P., a limited partnership organized under the laws of the Cayman Islands (“Bridge Management”), (v) BCPE Chivalry Newco, L.P., a limited partnership organized under the laws of the Cayman Islands (“BCPE Newco”), (vi) BCPE Stack GP, LLC, a limited liability company incorporated under the laws of the Cayman Islands, (vii) BCPE Bridge GP, LLC, a limited liability company incorporated under the laws of the Cayman Islands, (viii) BCPE Chivalry Newco GP, LLC, a limited liability company incorporated under the laws of the Cayman Islands, (ix) Bain Capital Asia Fund V, L.P., a limited partnership organized under the laws of the Cayman Islands (“BCPE Sponsor”), (x) Bain Capital Asia V General Partner, LLC, a limited liability company incorporated under the laws of the Cayman Islands, and (xi) Bain Capital Investors, LLC, a limited liability company incorporated under the laws of the State of Delaware (collectively, the “BCPE Filing Persons”);
- (e) (i) Bain Capital Distressed and Special Situations 2016 (A), L.P., a limited partnership organized under the laws of the State of Delaware (“A Holdings”), (ii) Bain Capital Distressed and Special Situations 2016 (B Master), L.P., a limited partnership organized under the laws of the State of Delaware (“B Holdings”), (iii) Bain Capital Credit Managed Account (Blanco), L.P., a limited partnership organized under the laws of the State of Delaware (“Blanco”), (iv) Bain Capital Distressed and Special Situations 2016 (F), L.P., a limited partnership organized under the laws of the State of Delaware (“F Holdings”), (v) Bain Capital Distressed and Special Situations 2016 Investors (A) L.P., a limited partnership organized under the laws of the State of Delaware, (vi) Bain Capital Distressed and Special Situations 2016 Investors (B), L.P., a limited partnership organized under the laws of the State of Delaware, (vii) Bain Capital Credit Managed Account Investors (Blanco), LLC, a limited liability company incorporated under the laws of the State of Delaware, (viii) Bain Capital Distressed and Special Situations 2016 Investors (F), L.P., a limited partnership organized under the laws of the State of Delaware, (ix) Bain Capital Credit Member, LLC, a limited liability company incorporated under the laws of the State of Delaware; (x) BCC SSA I, LLC, a limited liability company incorporated under the laws of the Cayman Islands (“SSA I”), (xi) Bain Capital Special Situations Asia, L.P., a limited partnership organized under the laws of the Cayman Islands, (xii) Bain Capital Special Situations Asia Investors, LLC, a limited liability company incorporated under the laws of the Cayman Islands, (xiii) Bain Capital Credit Member II, Ltd., an exempted company with limited liability incorporated under the laws of the Cayman Islands, (xiv) Bain Capital Distressed and Special Situations 2016 (EU Master), L.P., a limited partnership organized under the laws of Luxembourg (“EU Holdings”), (xv) Bain Capital Distressed and Special Situations 2016 Investors (EU), L.P., a limited partnership organized under the laws of Luxembourg, and (xvi) Bain Capital Credit Member III, S.à r.l., a limited company incorporated under the laws of Luxembourg and managed by Mr. Michael B. Treisman and Ms. Grindale C. Gamboa (collectively, the “BCC Filing Persons” and, together with the BCPE Filing Persons, the “Bain Filing Persons”);
- (f) (i) Boloria Investments Holding B.V., a company incorporated under the laws of the Netherlands (“Boloria Investments”), (ii) APG Asset Management, N.V., a company incorporated under the laws of the Netherlands (“APG NV”), (iii) APG Groep, N.V., a company incorporated under the laws of the Netherlands (“APG Groep”), and (iv) Stichting Pensioenfonds ABP, a pension plan regulated under the laws of the Netherlands (“ABP”) (collectively, “APG Filing Persons”);
- (g) (i) Zeta Cayman Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“Zeta”), (ii) Einstein Cayman Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands (“Einstein”), (iii) SK Inc., a public company incorporated under the laws of the Republic of Korea whose shares are listed on the Korea Stock Exchange (Stock Code: KRX 034730) (“SK”), (iv) Datos, Inc, a limited company incorporated under the laws of the Republic of Korea (“Datos”), (v) KTCU Global Partnership Private Equity Fund, a collective investment scheme in the form of a limited partnership company incorporated under the laws of the Republic of Korea (“KTCU”), and (vi) IMM Investment Corp., a corporation incorporated under the laws of the Republic of Korea (“IMM”) (collectively, the “Zeta Filing Persons”); and
- (h) Mr. Chengyan Liu (“Mr. Liu”), a citizen of the People’s Republic of China.

Parent, Merger Sub, the Bain Filing Persons, the APG Filing Persons, the Zeta Filing Persons and Mr. Liu are collectively referred to as the “Parent Party Filing Persons.” The Bain Shareholders, ESOP Holdco, Bridge Management, A Holdings, B Holdings, Blanco, F Holdings, SSA I, EU Holdings, Boloria Investments, Zeta and Mr. Liu are collectively referred to as the “Rollover Shareholders.” The Rollover Shareholders, BCPE Newco and Keppel Funds Investments Pte. Ltd. (“Keppel”) are collectively referred to as the “Investors.” BCPE Sponsor and Keppel are collectively referred to as the “Sponsors.” The Sponsors, the Bain Shareholders, ESOP Holdco and Bridge Management are collectively referred to as the “Guarantors.” Parent, Merger Sub, the Investors, the Sponsors, the Guarantors or any of their respective affiliates (excluding the Company and its subsidiaries) are collectively referred to as the “Parent Parties.”

All capitalized terms used in this Amendment and not otherwise defined have the meanings ascribed to such terms in the Transaction Statement, including the Proxy Statement attached as exhibit (a)-(1) to the Transaction Statement.

Item 5 Past Contracts, Transactions, Negotiations and Agreements

Item 5 is hereby amended and supplemented by adding the following:

On December 4, 2023, Parent, Merger Sub, the Bain Shareholders, ESOP Holdco (collectively, the “Bain Parties”) and the Company entered into a Settlement Deed (the “Settlement Deed”) with Mr. Jing Ju (“Mr. Ju”) and Abiding Joy Limited, a special purpose vehicle beneficially owned by Mr. Ju (“Abiding Joy,” and together with Mr. Ju, the “Ju Parties”), in connection with certain disputes between the Bain Parties and the Company, on the one hand, and the Ju Parties, on the other hand, regarding certain events disclosed in the Company’s current reports on Form 6-K filed with the SEC on December 13, 2022, January 11, 2022 and December 3, 2021 (the “Relevant Events”). In connection with the parties’ entry into the Settlement Deed, the Company and the Ju Parties also entered into a Deed of Undertaking (the “Deed of Undertaking”) on the same day. As of December 4, 2023, the Ju Parties were beneficial owners of 30,936,639 Class A Shares and 111,000 ADSs (collectively representing approximately 4.25% of the 733,200,606 issued and outstanding Shares as of December 4, 2023). The Class A Shares and ADSs beneficially owned by the Ju Parties will be cancelled at the Effective Time in exchange for the right to receive the Per Share Merger Consideration or Per ADS Merger Consideration, as applicable, pursuant to the terms and conditions of the Merger Agreement.

Pursuant to the Settlement Deed, during the period (the “Forbearance Period”) from December 4, 2023 to the earliest of (a) the Closing Date, (b) the filing date when the Company announces that the Merger has been terminated (subject to certain conditions as specified in the Settlement Deed), or (c) the End Date as defined in the Merger Agreement (subject to certain conditions as specified in the Settlement Deed) (each of the events set forth in (b) and (c), a “Trigger Event”), each of the Bain Parties and the Company, on the one hand, and the Ju Parties, on the other hand, agrees not to (and will each procure their affiliates not to) commence, prosecute, or voluntarily aid any claims against the other parties or their affiliates arising out of, among other things, (i) the Ju Parties’ previous affiliation with the Company or its affiliates in any official capacity, including as a shareholder, director or officer, (ii) the Ju Parties’ prior material breaches in connection with the Relevant Events, and (iii) certain actions taken by the parties in connection with the Relevant Events (such claims, collectively, the “Relevant Claims”). Following the expiration of the Forbearance Period, each of the Bain Parties, the Company and the Ju Parties will irrevocably and unconditionally waive all Relevant Claims against the other parties and release the other parties from all Relevant Claims.

Pursuant to the Settlement Deed, BCPE Stack will repurchase all of the limited partnership interests beneficially owned by the Ju Parties in BCPE Stack concurrently with the Closing at a total purchase price of approximately US\$1.82 million, which is determined based upon the value of the underlying Shares held by BCPE Stack corresponding to such repurchased limited partnership interests as calculated pursuant to the Per Share Merger Consideration.

The Settlement Deed also provided that upon (a) the Closing Date or (b) September 4, 2024, if a Trigger Event has occurred, each of the Bain Parties, the Company and the Ju Parties will be immediately released from their respective obligations and liabilities under certain agreements previously entered into among the relevant parties, including specifically the non-competition and non-solicitation obligations of the Ju Parties but excluding the non-disparagement obligations of the Ju Parties.

Pursuant to the Deed of Undertaking, the Ju Parties also undertook to the Company that they will not (and will procure any of their affiliates not to) (a) exercise dissenters’ rights in connection with the Merger, or commence, prosecute, or voluntarily aid in any proceedings in the Cayman Islands under Section 238 of the CICA or any other proceedings before any other authority (whether in the Cayman Islands or elsewhere) in relation to the Merger, and (b) directly or indirectly sell, transfer, or otherwise dispose of any equity securities of the Company beneficially owned by the Ju Parties or their affiliates to any other person, until the earlier of (i) the Closing Date or (ii) the occurrence of a Trigger Event.

Item 16. Exhibits

(a)-(1)* [Proxy Statement of the Company dated October 19, 2023.](#)

(a)-(2)* [Notice of Extraordinary General Meeting of Shareholders of the Company, incorporated herein by reference to the Proxy Statement.](#)

(a)-(3)* [Form of Proxy Card and ADS Voting Instruction Card, incorporated herein by reference to Annex F to the Proxy Statement.](#)

(a)-(4)* [Press Release issued by the Company, dated August 11, 2023, incorporated herein by reference to Exhibit 99.1 to the Current Report on Form 6-K furnished by the Company to the SEC on August 11, 2023.](#)

- (b)-(1)* [Debt Commitment Letter, dated June 28, 2023, by and between Merger Sub and Shanghai Pudong Development Bank Co., Ltd. Lujiazui Sub-branch \(上海浦东发展银行股份有限公司陆家嘴支行\) and Industrial Bank Co., Ltd. Shanghai Branch \(兴业银行股份有限公司上海分行\), incorporated herein by reference to Exhibit 99.G to the Schedule 13D filed by the Bain Shareholders, Bridge Management, ESOP Holdco, A Holdings, B Holdings, Blanco, EU Holdings, F Holdings and SSA I on August 17, 2023.](#)
- (b)-(2)* [Equity Commitment Letter, dated August 11, 2023, by and between Parent and BCPE Sponsor, incorporated herein by reference to Exhibit 99.F to the Schedule 13D filed by the Bain Shareholders, Bridge Management, ESOP Holdco, A Holdings, B Holdings, Blanco, EU Holdings, F Holdings and SSA I on August 17, 2023.](#)
- (b)-(3)* [Equity Commitment Letter, dated August 11, 2023, by and between Parent and Keppel.](#)
- (c)-(1)* [Opinion of Citigroup Global Markets Asia Limited, dated August 11, 2023, incorporated herein by reference to Annex C to the Proxy Statement.](#)
- (c)-(2)* [Discussion Materials prepared by Citigroup Global Markets Asia Limited for discussion with the special committee of the board of directors of the Company, dated August 11, 2023.](#)
- (d)-(1)* [Agreement and Plan of Merger, dated August 11, 2023, among the Company, Parent and Merger Sub, incorporated herein by reference to Annex A to the Proxy Statement.](#)
- (d)-(2)* [Support Agreement, dated August 11, 2023, by and among Parent, Topco, the Bain Shareholders, Bridge Management, ESOP Holdco, A Holdings, B Holdings, Blanco, EU Holdings, F Holdings, SSA I and BCEP Newco, incorporated herein by reference to Exhibit 99.D to the Schedule 13D filed by the Bain Shareholders, Bridge Management, ESOP Holdco, A Holdings, B Holdings, Blanco, EU Holdings, F Holdings and SSA I on August 17, 2023.](#)
- (d)-(3)* [Support Agreement, dated August 11, 2023, by and among Parent, Topco and Boloria Investments, incorporated herein by reference to Exhibit 99.3 to the Schedule 13D filed by Boloria Investments, APG NV, APG Groep and ABP on August 21, 2023.](#)
- (d)-(4)* [Support Agreement, dated August 11, 2023, by and among Parent, Topco and Zeta, incorporated herein by reference to Exhibit 99.B to the Schedule 13D filed by Zeta, Einstein, SK, Datos, KTCU and IMM on August 21, 2023.](#)
- (d)-(5)* [Support Agreement, dated August 11, 2023, by and among Parent, Topco and Mr. Liu, incorporated herein by reference to Exhibit 99.C to the Schedule 13D filed by Mr. Liu and Datalake Limited on August 17, 2023.](#)
- (d)-(6)* [Support Agreement, dated August 11, 2023, by and among Parent, Topco and Keppel.](#)
- (d)-(7)* [Form of Limited Guaranties, dated August 11, 2023, by BCPE Sponsor, BCPE Stack, BCPE Bridge, ESOP Holdco and Bridge Management in favor of the Company, incorporated herein by reference to Exhibit 99.E to the Schedule 13D filed by the Bain Shareholders, Bridge Management, ESOP Holdco, A Holdings, B Holdings, Blanco, EU Holdings, F Holdings and SSA I on August 17, 2023.](#)
- (d)-(8)* [Limited Guaranty, dated August 11, 2023, by Keppel in favor of the Company.](#)
- (f)-(1)* [Dissenters' Rights, incorporated herein by reference to the section entitled "Dissenters' Rights" in the Proxy Statement.](#)
- (f)-(2)* [Section 238 of the Companies Act \(As Revised\) of the Cayman Islands, incorporated herein by reference to Annex D to the Proxy Statement.](#)
- (g) Not applicable.

107* [Calculation of Filing Fee Tables](#)

* Previously filed.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 6, 2023

Chindata Group Holdings Limited

By: /s/ Thomas J. Manning

Name: Thomas J. Manning

Title: Chairperson of the Special Committee of the
Board of Directors

[Signature Page to Schedule 13E-3/A and Proxy Statement]

BCPE Chivalry Bidco Limited

By: /s/ David Gross-Loh

Name: David Gross-Loh

Title: Authorized Signatory

[Signature Page to Schedule 13E-3/A and Proxy Statement]

BCPE Chivalry Merger Sub Limited

By: /s/ David Gross-Loh

Name: David Gross-Loh

Title: Authorized Signatory

[Signature Page to Schedule 13E-3/A and Proxy Statement]

BCPE Stack ESOP Holdco Limited

By: /s/ David Gross-Loh

Name: David Gross-Loh

Title: Authorized Signatory

[Signature Page to Schedule 13E-3/A and Proxy Statement]

BCPE Stack Holdings, L.P.

By: BCPE Stack GP, LLC, its general partner

By: Bain Capital Investors, LLC, its managing member

By: /s/ David Gross-Loh

Name: David Gross-Loh

Title: Partner

[Signature Page to Schedule 13E-3/A and Proxy Statement]

BCPE Bridge Cayman, L.P.

By: BCPE Bridge GP, LLC, its general partner

By: /s/ Zhongjue Drew Chen

Name: Zhongjue Drew Chen

Title: Manager

[Signature Page to Schedule 13E-3/A and Proxy Statement]

Bridge Management, L.P.

By: BCPE Bridge GP, LLC, its general partner

By: /s/ Zhongjue Drew Chen

Name: Zhongjue Drew Chen

Title: Manager

[Signature Page to Schedule 13E-3/A and Proxy Statement]

BCPE Chivalry Newco, L.P.

By: BCPE Chivalry Newco GP, LLC, its general partner

By: Bain Capital Asia Fund V, L.P., its managing member

By: Bain Capital Asia V General Partner, LLC, its general partner

By: Bain Capital Investors, LLC, its manager

By: /s/ David Gross-Loh

Name: David Gross-Loh

Title: Partner

[Signature Page to Schedule 13E-3/A and Proxy Statement]

BCPE Bridge GP, LLC

By: /s/ Zhongjue Drew Chen

Name: Zhongjue Drew Chen

Title: Manager

[Signature Page to Schedule 13E-3/A and Proxy Statement]

BCPE Stack GP, LLC

By: Bain Capital Investors, LLC, its managing member

By: /s/ David Gross-Loh

Name: David Gross-Loh

Title: Partner

[Signature Page to Schedule 13E-3/A and Proxy Statement]

BCPE Chivalry Newco GP, LLC

By: Bain Capital Asia Fund V, L.P., its managing member

By: Bain Capital Asia V General Partner, LLC, its general partner

By: Bain Capital Investors, LLC, its manager

By: /s/ David Gross-Loh

Name: David Gross-Loh

Title: Partner

[Signature Page to Schedule 13E-3/A and Proxy Statement]

Bain Capital Asia Fund V, L.P.

By: Bain Capital Asia V General Partner, LLC, its general partner

By: Bain Capital Investors, LLC, its manager

By: /s/ David Gross-Loh

Name: David Gross-Loh

Title: Partner

[Signature Page to Schedule 13E-3/A and Proxy Statement]

Bain Capital Asia V General Partner, LLC
By: Bain Capital Investors, LLC, its manager

By: /s/ David Gross-Loh
Name: David Gross-Loh
Title: Partner

[Signature Page to Schedule 13E-3/A and Proxy Statement]

Bain Capital Investors, LLC

By: /s/ David Gross-Loh

Name: David Gross-Loh

Title: Partner

[Signature Page to Schedule 13E-3/A and Proxy Statement]

**Bain Capital Distressed and Special Situations 2016 (A),
L.P.**

By: Bain Capital Distressed and Special Situations 2016
Investors (A), L.P., its general partner

By: Bain Capital Credit Member, LLC, its general partner

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

[Signature Page to Schedule 13E-3/A and Proxy Statement]

**Bain Capital Distressed and Special Situations 2016
Investors (A), L.P.**

By: Bain Capital Credit Member, LLC, its general partner

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

[Signature Page to Schedule 13E-3/A and Proxy Statement]

**Bain Capital Distressed and Special Situations
2016 (B Master), L.P.**

By: Bain Capital Distressed and Special Situations 2016
Investors (B), L.P., its general partner
By: Bain Capital Credit Member, LLC, its general partner

By: /s/ Michael Treisman
Name: Michael Treisman
Title: General Counsel

[Signature Page to Schedule 13E-3/A and Proxy Statement]

**Bain Capital Distressed and Special Situations 2016
Investors (B), L.P.**

By: Bain Capital Credit Member, LLC, its general partner

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

[Signature Page to Schedule 13E-3/A and Proxy Statement]

Bain Capital Credit Managed Account (Blanco), L.P.

By: Bain Capital Credit Managed Account Investors
(Blanco), LLC, its general partner

By: Bain Capital Credit Member, LLC, its managing
member

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

[Signature Page to Schedule 13E-3/A and Proxy Statement]

**Bain Capital Credit Managed Account Investors
(Blanco), LLC**

By: Bain Capital Credit Member, LLC, its managing
member

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

[Signature Page to Schedule 13E-3/A and Proxy Statement]

**Bain Capital Distressed and Special Situations 2016 (F),
L.P.**

By: Bain Capital Distressed and Special Situations 2016
Investors (F), L.P., its general partner

By: Bain Capital Credit Member, LLC, its general partner

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

[Signature Page to Schedule 13E-3/A and Proxy Statement]

**Bain Capital Distressed and Special Situations 2016
Investors (F), L.P.**

By: Bain Capital Credit Member, LLC, its general partner

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

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Bain Capital Credit Member, LLC

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

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BCC SSA I, LLC

By: Bain Capital Special Situations Asia, L.P., its managing member

By: Bain Capital Special Situations Asia Investors, LLC, its general partner

By: Bain Capital Credit Member II, Ltd., its manager

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

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Bain Capital Special Situations Asia, L.P.

By: Bain Capital Special Situations Asia Investors, LLC, its
general partner

By: Bain Capital Credit Member II, Ltd., its manager

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

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Bain Capital Special Situations Asia Investors, LLC

By: Bain Capital Credit Member II, Ltd., its manager

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

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Bain Capital Credit Member II, Ltd.

By: /s/ Michael Treisman

Name: Michael Treisman

Title: General Counsel

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Bain Capital Distressed and Special Situations 2016 (EU Master), L.P.

By: Bain Capital Distressed and Special Situations 2016 Investors (EU), L.P., its general partner

By: Bain Capital Credit Member III, S.à r.l., its general partner

By: /s/ Michael Treisman

Name: Michael Treisman

Title: Class A Manager

By: /s/ Grindale Gamboa

Name: Grindale Gamboa

Title: Class B Manager

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**Bain Capital Distressed and Special Situations 2016
Investors (EU), L.P.**

By: Bain Capital Credit Member III, S.à r.l., its general
partner

By: /s/ Michael Treisman

Name: Michael Treisman
Title: Class A Manager

By: /s/ Grindale Gamboa

Name: Grindale Gamboa
Title: Class B Manager

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Bain Capital Credit Member III, S.à r.l.

By: /s/ Michael Treisman

Name: Michael Treisman

Title: Class A Manager

By: /s/ Grindale Gamboa

Name: Grindale Gamboa

Title: Class B Manager

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Chengyan Liu

/s/ Chengyan Liu

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Zeta Cayman Limited

By: /s/ Subeom Lee

Name: Subeom Lee

Title: Director

Einstein Cayman Limited

By: /s/ Subeom Lee

Name: Subeom Lee

Title: Director

SK Inc.

By: /s/ Subeom Lee

Name: Subeom Lee

Title: VP of Digital Investment Center

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Datos, Inc

By: /s/ Seong Jung Kim

Name: Seong Jung Kim

Title: Director

KTCU Global Partnership Private Equity Fund

By: /s/ Dong Woo Chang

Name: Dong Woo Chang

Title: Representative Director

IMM Investment Corp.

By: /s/ Dong Woo Chang

Name: Dong Woo Chang

Title: Representative Director

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BOLORIA INVESTMENTS HOLDING B.V.

By: /s/ Evan Gordon
Name: Evan Gordon
Title: Chief Compliance Officer

By: /s/ Evan Gordon
Name: Evan Gordon
Title: Chief Compliance Officer

APG ASSET MANAGEMENT, N.V.

By: /s/ Evan Gordon
Name: Evan Gordon
Title: Chief Compliance Officer

APG GROEP, N.V.

By: /s/ Evan Gordon
Name: Evan Gordon
Title: Chief Compliance Officer

STICHTING PENSIOENFONDS ABP

By: /s/ Evan Gordon
Name: Evan Gordon
Title: Chief Compliance Officer

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